

**MEGUMAGOLD CORP.
(the “Company”)**

CERTIFICATE OF OFFICER

**RE: Special Meeting of Shareholders of the Company
 to be held on November 8, 2022 (the “Meeting”)**

The undersigned, Peter Nguyen, Chief Financial Officer of the Company, hereby certifies for and on behalf of the Company and not in any personal capacity, and without assuming any personal liability whatsoever, after making due inquiry, that the Company:

- (a) has arranged to have proxy-related materials for the Meeting sent in compliance with National Instrument 54-101 (the “**Instrument**”) to all beneficial owners at least 21 days before the date fixed for the Meeting;
- (b) has arranged to have carried out all of the requirements of the Instrument in addition to those described in paragraph (a) above; and
- (c) is relying on section 2.20 of the Instrument to abridge certain of the time periods specified in the Instrument in respect of the Meeting.

DATED the 18th day of October, 2022.

MEGUMAGOLD CORP.

“Peter Nguyen”

Peter Nguyen
Chief Financial Officer